



Global Purchasing and Supply Chain

Cadillac Building
M/C 480-206-136
30009 Van Dyke Ave
Warren MI 48090-9025

June 1, 2009

Dear GM Logistics Supplier:

In an important and positive development in GM's court-supervised proceedings, today the United States Bankruptcy Court for the Southern District of New York issued an Order approving GM's motion seeking the Court's authority to pay the prepetition claims of certain of its carriers, warehousemen and other logistics suppliers, referred to as "Shippers" and "Warehousemen". A copy of the Order approving the Shippers and Warehousemen Motion is attached and can also be obtained at www.GM.com/Restructuring.

Because you are a vital element of GM's reinvention and qualify as either a Shipper or Warehousemen, GM has been granted authority to pay your prepetition claim in exchange for your written verification that you will (a) continue to provide services to GM during the pendency of its chapter 11 case on the most favorable terms that existed between you and GM prior to the commencement of the chapter 11 case and (b) not cancel any contract or agreement pursuant to which you provide services to GM on less than 90 days' prior written notice. It is GM's hope that this process will allow GM's relationship with its carriers, warehousemen and logistics suppliers to continue during GM's court-supervised proceedings on essentially normal terms and conditions.

GM intends to pay the prepetition claims of its Shippers and Warehousemen on the next regularly scheduled contract payment date so long as the Shipper or Warehousemen has verified to GM in writing its agreement to the terms set forth above within 7 business days from the date of this letter. Please acknowledge your consent to the foregoing terms by executing this letter in the space provided below and returning an executed copy of this letter to Jeffrey Dzierbicki either by email to Jeffrey.Dzierbicki@gm.com or by fax to 1-586-575-0272.

If you have any questions regarding the Shippers and Warehousemen Motion or Order, please do not hesitate to contact the Supplier Information Call Center toll free at 1-888-409-2328 or 1-586-947-3000 (international).

GM greatly values its relationship with you and looks forward to an ongoing business relationship. All of our key stakeholders, including our logistics suppliers, play a vital role in our reinvention and we thank you for your continued patience and support.

Sincerely,

Susanna Webber

Acknowledged and Agreed:

USF HOLLAND, INC
Print name of Shipper or Warehousemen

Daniel Oliver
Signature of Authorized Representative of
Shipper or Warehousemen

DANIEL L. OLIVER VP FINANCE
Print name of Authorized Representative

6-5-09
Date of Execution